

9711695

03/18/97

BAKER STREET ASSOCIATES, INC.

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9711695
EFFECTIVE DATE: 03/18/1997
COUNTY : FULTON
REFERENCE : 0152
PRINT DATE : 04/02/1997
FORM NUMBER : 311

WILLIAM J. WHITE
1100 ABERNATHY ROAD - SUITE 625
ATLANTA GA 30328

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

BAKER STREET ASSOCIATES, INC.
A DOMESTIC PROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

ARTICLES OF INCORPORATION

of

Baker Street Associates, Inc.

ARTICLE I

The name of the Corporation is Baker Street Associates, Inc.

ARTICLE II

The Corporation shall have the authority, acting by its Board of Directors, to issue not more than 15,000 shares of common stock and 200,000 shares on cumulative non-voting preferred stock.

ARTICLE III

The initial registered office of the Corporation shall be 1100 Abernathy Road, Suite 625, Atlanta, Fulton County, Georgia 30328 and the initial registered agent of the Corporation at said address shall be William J. White.

ARTICLE IV

The name of the incorporator of the Corporation is William J. White and the incorporator's address is 1100 Abernathy Road, Suite 625, Atlanta, Georgia 30328.

ARTICLE V

The principal business office is located at 2000 North Creek Circle, Alpharetta, GA 30201.

ARTICLE VI

In accordance with the applicable provisions of the Georgia Business Code, the Corporation shall have the power, acting through its Board of Directors, to make distribution of its assets to its shareholders out of its capital surplus and to acquire its own shares out of its unreserved and unrestricted capital surplus available therefore.

ARTICLE VII

The Board of Directors of the Corporation may authorize the issuance of bonds, debentures and other evidences of indebtedness of the Corporation and may fix all the terms thereof, including, without limitation; the convertibility thereof into shares of stock of the Corporation of any class, or any series of the same class.

ARTICLE VIII

No director shall have any personal liability to the Corporation or to its shareholders for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of laws; (c) liabilities of a director imposed by Section 14-2-932 of the Georgia Business Corporation Code; or (d) any transaction from which the director derived an improper personal benefit.

ARTICLE IX

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or had served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Georgia and subject to the condition prescribed therein.

In any instance where the laws of the State of Georgia permit indemnification to be provided to persons who are or have been an officer of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, upon application for indemnification by any such person the Corporation shall promptly cause such determination to be made (i) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if a quorum cannot be obtained by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (i) or (ii), or if a

quorum of the Board of Directors cannot be obtained under (i), and a committee cannot be designated under (ii), selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate); or (iv) by the shareholders, but shares owned by or voted under the control of the directors who are at the time parties to the proceeding may not be voted on the determination.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by shareholders or by an insurance carrier, the Corporation shall provide notice of such payment to the shareholders in accordance with the provision of the laws of the State of Georgia.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation, this

14th day of March, 1997

William J. White
William J. White
Incorporator

4
MAR 18 2 36 PM '97
SECRETARY OF STATE
BSN (6)

0000 0000

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

RESERVATION NUMBER: 970440749
EFFECTIVE DATE : 02/13/1997
EXPIRATION DATE : 05/14/1997
LICENSE NUMBER : N/A
CONSENT ON FILE : N/A
PRINT DATE : 02/19/1997
FORM NUMBER : 506

WILLIAM J. WHITE
1100 ABERNATHY ROAD
STE 625
ATLANTA GA 30328

NAME RESERVATION CERTIFICATE

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the records of the Secretary of State have been reviewed and the name

BAKER STREET ASSOCIATES, INC.

is not identical to, and appears to be distinguishable from, the name of any other existing entity on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate. Please submit this original certificate with any subsequent formation filing.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

WILLIAM J. WHITE
Attorney at Law

March 13, 1997

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530

Re: Incorporation of Baker Street Associates, Inc.

Dear Sir:

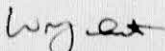
Enclosed please find the following documents to be filed to incorporate the above-named corporation:

1. One original executed Articles of Incorporation;
2. Two conformed copies of the Articles of Incorporation;
3. A check in the amount of \$60.00 payable to the Secretary of State for filing fees;
4. A signed and completed Transmittal Form 227;
5. A copy of the Name Reservation Certificate; and
6. One self-addressed stamped envelope.

Please stamp "filed" on one of the conformed copies and return it to this office using the self-addressed stamped envelope enclosed.

Thank you for your assistance in this matter.

Sincerely,


William J. White

WJW/kp
Enclosures



BUSINESS INFORMATION AND SERVICES

Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Secretary of State
State of Georgia

TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # 970830986 PENDING CONTROL # P175842 CONTROL # 9711695
 Docket Code 311 Corporation Type CP
 Date Filed 3-18-97 Amount Received \$ 60 Check/Receipt # 1821
 Jurisdiction (County) Code Old-Fulton
 Examiner 81 Date Completed _____

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. 970440749
Corporate Name Reservation Number
Baker Street Associates, Inc.
Corporate Name (exactly as appears on name reservation)

2. William J. White (770) 551-8221
Applicant/Attorney Telephone Number
1100 Abernathy Road - Suite 625
Address
Atlanta Georgia 30328
City State Zip Code

3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)

1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
2. ORIGINAL ARTICLES OF INCORPORATION
3. ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.

W. J. White
Authorized Signature
Date 3/14/97

0000 0000